

United States Bankruptcy Court
SOUTHERN DISTRICT OF NEW YORK
WHITE PLAINS DIVISION

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): J & B Partners Management, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 90-0911366	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 4000 Veterans Memorial Hwy. 2nd Floor Bohemia, NY	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 11716	ZIP CODE
County of Residence or of the Principal Place of Business: Suffolk	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input checked="" type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition

(This page must be completed and filed in every case.)

Pg 2 of 12 Name of Debtor(s): **J & B Partners Management, LLC****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: J&B Restaurant Partners of NY, LLC	Case Number: 14-23393-rdd	Date Filed: 10/1/2014
District: Southern District of New York	Relationship: Affiliate	Judge: Robert D. Drain

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X_____

Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box.)

☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)_____
(Name of landlord that obtained judgment)_____
(Address of landlord)☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Pg 3 of 12

Name of Debtor(s): J & B Partners Management, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____

X _____

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X/s/ Michael P. Cooley

Michael P. Cooley Bar No. MC-1214

Akin Gump Strauss Hauer & Feld, LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201

Phone No. (214) 969-2800 Fax No. (214) 969-4343

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

J & B Partners Management, LLC

X _____

Signature of Authorized Individual

Joseph Vitrano

Printed Name of Authorized Individual

President

Title of Authorized Individual

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF MANAGERS
AND CHIEF EXECUTIVE OFFICER AND PRESIDENT**

January 5, 2015

The undersigned, being all members of the Board of Managers and the Chief Executive Officer and President (each, an “*Authorizing Body*”) of each of the entities (individually as, a “*Company*” and collectively, the “*Companies*”) identified on Schedule 1, took the following actions and adopted the following resolutions:

WHEREAS each Authorizing Body has considered the financial and operational conditions of each Company and its business and reviewed the historical performance of each Company, the market for each Company’s services and the current and long-term liabilities of the Company;

WHEREAS each Authorizing Body has reviewed, considered, and received the recommendations and the advice of the Companies’ professionals and advisors, including from Mastodon Ventures, Inc., as financial advisor, and Akin Gump Strauss Hauer & Feld LLP (“*Akin Gump*”) and Shackelford, Melton, McKinley & Norton, LLP (“*Shackelford*,” collectively with Akin Gump, the “*Law Firms*”), as general bankruptcy counsel, with respect to potential avenues for relief that are available to the Companies, including the possibility of pursuing a bankruptcy filing under the United States Bankruptcy Code;

Commencement of Chapter 7 and 11 Cases on Behalf of the Companies

NOW, THEREFORE, BE IT RESOLVED that, in the business judgment of each Authorizing Body, it is in the best interests of each Company and its creditors, employees, members, and other parties in interest that such Company file, or cause to be filed, a voluntary petition for relief under chapter 7 or chapter 11 of the United States Bankruptcy Code as identified on Schedule 1;

RESOLVED FURTHER that Joe Vitrano, President and Chief Executive Officer/President (the “*CEO*”), is hereby authorized to execute, deliver and file or cause to be filed, at such time when the CEO determines, in his informed good faith, business judgment that it is in the best interests of each of the Companies, with the Bankruptcy Court a voluntary petition of the Company pursuant to chapter 7 or chapter 11 (as set forth on Schedule 1) (each, a “*Petition*”) of the Bankruptcy Code, in such form as prescribed by the Official Forms Promulgated in connection with the Bankruptcy Code; and it is

RESOLVED FURTHER that upon the filing of the Petitions as authorized by the previous resolution, the CEO or other duly appointed officers expressly authorized by the CEO to act (collectively with the CEO, the “*Authorized Officers*”), on behalf of the Companies, be and hereby are, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, all papers and pleadings necessary or convenient to facilitate the bankruptcy cases and all of their matters and proceedings, and any and all other documents, including affidavits, necessary or appropriate in connection with the commencement of the

chapter 7 or chapter 11 cases of the Companies, each in such form or forms as the Authorized Officer so acting may approve;

RESOLVED FURTHER that each Authorized Officer, on behalf of the Companies, be and hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, all papers and pleadings necessary or convenient to effect, cause or promote the Companies reorganization pursuant to chapter 11 or liquidation pursuant to chapter 7 of the Bankruptcy Code (as indicated on Schedule 1) and any and all other documents, including affidavits, or oral testimony necessary or appropriate in connection with the commencement of the chapter 7 and chapter 11 cases of the Companies, each in such form or forms as the Authorized Officer so acting may approve;

RESOLVED FURTHER that each Authorized Officer, on behalf of the Companies, be and hereby is, authorized and empowered to borrow funds from General Electric Capital Corporation or such lender or lenders as the Authorized Officer of the Company deems appropriate (a "DIP Facility"), guarantee the obligations under the DIP Facility; and to obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers as necessary for the continuing conduct of the affairs of the Company; and to grant security interests in and liens upon all or substantially all of the assets of the Company as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings or the use of such cash collateral.

RESOLVED FURTHER that each Authorized Officer, on behalf of the Companies, be and hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Officer so acting shall deem appropriate to consummate any transactions necessary to effectuate the foregoing resolutions; provided, such attestation shall not be required for the validity of any such documents;

RESOLVED FURTHER that each Authorized Officer, on behalf of the Companies, be and hereby is, authorized to certify and attest to any documents which he may deem necessary or appropriate to consummate any transactions necessary to effectuate the foregoing resolutions; provided, such attestation shall not be required for the validity of any such documents;

RESOLVED FURTHER that the engagement of the Law Firms in the representation of the Companies as debtors and debtor in possession, prior to and in any cases commenced by the Companies under the Bankruptcy Code, and in all matters arising in connection therewith, is hereby approved, and that the engagement of Mastodon Ventures, Inc., as financial advisor to the Companies is hereby approved, and that the engagement of Laura Marcero with Huron Consulting as the Chief Restructuring Officer ("**CRO**") is hereby approved, and each Authorized Officer be, and hereby is, authorized and empowered to retain such other attorneys, advisors, accountants, consultants or other professionals on behalf of the Companies as the Authorized Officer so acting may determine to be necessary or appropriate;

RESOLVED FURTHER that each Authorized Officer, on behalf of the Companies, be and hereby is, authorized to provide the Law Firms with retainers and other payments as the officer may deem appropriate and as is mutually acceptable to the Authorized Officer and the


Law Firms, and to give such instructions to the Law Firms as is deemed in the best interest of the Companies, their creditors, equity security holders and other interested parties;

RESOLVED FURTHER that each Authorized Officer, on behalf of the Companies, is authorized, empowered, and directed to take any further action necessary or appropriate to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

RESOLVED FURTHER that all actions taken by the CEO or other Authorized Officers, in the name of or on behalf of the Companies, in connection with the possible reorganization or liquidation of the Companies or any matters related thereto, or by virtue of these resolutions, are hereby in all aspects ratified, confirmed, and approved.

[Signatures Appear on Following Page]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent, in one or more counterparts, as of the date set forth above.

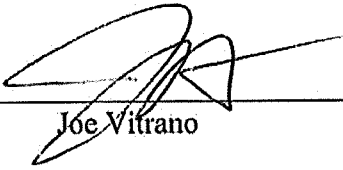


Joe Vitrano
Chief Executive Officer

BOARD OF MANAGERS:

John Antioco

William Murphy



Joe Vitrano

Bill Monaco

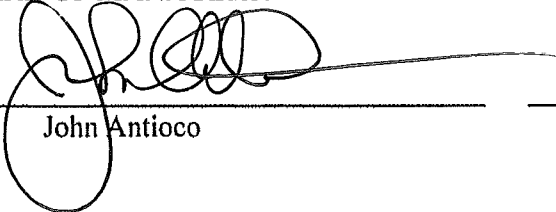
Larry Zine

Jim Notarnicola

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Joe Vitrano
Chief Executive Officer

BOARD OF MANAGERS:



John Antioco

William Murphy

Joe Vitrano



Bill Monaco

Larry Zine

Jim Notarnicola

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Chief Executive Officer

BOARD OF MANAGERS:

John Antioco

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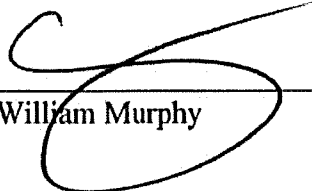
Jim Notarnicola

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John Antioco



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Joe Vitrano

Bill Monaco

Larry Zine

Jim Notarnicola

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Joe Vitrano
Chief Executive Officer


BOARD OF MANAGERS:

John Antioco

William Murphy

Joe Vitrano

Bill Monaco



Larry Zine

Jim Notarnicola

Schedule 1

Company	Chapter 7 or 11 to be Filed
J&B Partners Management LLC	Chapter 11
J&B Restaurant Partners of Long Island Holding Co., LLC	Chapter 11
J&B Restaurant Partners of Upstate NY, LLC	Chapter 7
J&B Restaurant Partners of NYDMA LLC	Chapter 11
J&B Restaurant Partners of Copiague, LLC	Chapter 7
J&B Restaurant Partners of Hicksville, LLC	Chapter 7
J&B Restaurant Partners of Massapequa Park, LLC	Chapter 11
J&B Restaurant Partners of Middle Island, LLC	Chapter 11
J&B Restaurant Partners of Shirley, LLC	Chapter 11
J&B Restaurant Partners of Long Island, LLC	Chapter 11
J&B Restaurant Partners of Long Island II, LLC	Chapter 11
J&B Real Estate Partners of Long Island, LLC	Chapter 11
J&B Real Estate Partners of Long Island II, LLC	Chapter 11
J&B Restaurant Partners of NJ, LLC	Chapter 11
J&B Restaurant Partners of CT, LLC	Chapter 7